

RECORDATION NO. 22145-Y FILED

APR 01 '08

2-55 PM

SURFACE TRANSPORTATION BOARD



VIA UPS 2nd DAY AIR

March 28, 2008

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com

Ms. Anne K. Quinlan
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20024
Attn: Recordation of Railroad Equipment

Re: Amendment to Memorandum of Lease

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of an Amendment to Memorandum of Lease Agreement, dated March 21, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 22145.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Southwest Rail Industries, Inc.
601 South East Street
Weimar, TX 78962

A description of the railroad equipment covered by the enclosed document is for thirty five (35) 5701 cu. ft. capacity: covered hopper cars having FURX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Amendment to Memorandum of Lease

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397.
Thank you for your cooperation in this matter.

Very truly yours,

Marcia Dunne
Rail Documentation Specialist

Enclosures

AMENDMENT TO MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS AMENDMENT TO MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 21st day of March, 2008, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Southwest Rail Industries, Inc. ("Lessee"), a Texas corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of June 1, 1993, as amended and assigned thereto, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 19 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto; and

A Memorandum evidencing such Rider No. 19 (and such Lease) was filed at the Surface Transportation Board pursuant to Section 11301 of Title 49 of the *United States Code* on December 15, 2005 at 1:27 p.m. with primary Recordation Number 22145.

NOW THEREFORE, the Lessor and Lessee, for good and valuable consideration, agree that:

- a) Exhibit A to such Memorandum is amended as follows:
 - 1) Effective March 1, 2008, the Rider is increased by two Cars, and all Cars originally covered the Rider are deleted and replaced by the Cars listed on the attached revised Exhibit A;
 - b) Except as amended hereby, the terms and conditions of such Memorandum of Lease remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have each caused this Amendment to Memorandum of Lease to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Susan Grokulskey
 Name: SUSAN GROKULSKY
 Title: ASST. DIRECTOR OF DOCUMENTATION

By: Richard F. Seymour
 Name: RICHARD F. SEYMOUR
 Title: VICE PRESIDENT
 Executed on this 21st day of March, 2008.

[CORPORATE SEAL]

STATE OF ILLINOIS

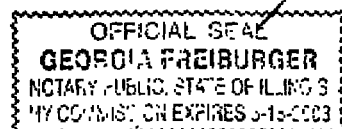
COUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the State and County aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum.

WITNESS my hand and official stamp or seal, this 21st day of March, 2008

My Commission Expires:

5 2008
 (Notary Public)



Notary Public

LESSEE:

SOUTHWEST RAIL INDUSTRIES, INC.

ATTEST:

By: Lisa M. Ervin
Name: Lisa M. Ervin
Title: Custom Service

By: RA Wohlschlag
Name: RA Wohlschlag
Title: VP

Executed on this ____ day of _____, ____.

[CORPORATE SEAL]

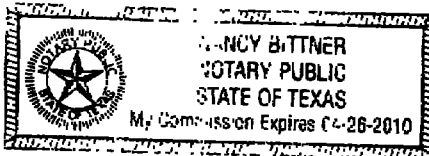
STATE OF Texas
COUNTY OF Colorado

I, NANCY BITTNER, a Notary Public of the State and County aforesaid,
certify that RA Wohlschlag personally appeared before me this day and acknowledged his due
execution of the foregoing Memorandum.

WITNESS my hand and official stamp or seal, this 13th day of March, 2008

Nancy Bittner
Notary Public

My Commission Expires:
4-26-2010
(Notary Public)



REVISED EXHIBIT A TO MEMORANDUM OF LEASE

NUMBER OF CARS: Thirty-five (35)

DESCRIPTION OF CARS: 5701 cu. ft. capacity plastic pellet covered hopper cars, 100-ton capacity, lined with Ameron 428 interior coating, equipped with pneumatic gates and one vented hatch cover per compartment.

CAR NUMBERS:

FURX 876026
FURX 876029
FURX 876030
FURX 876034
FURX 877016
FURX 877027
FURX 877035
FURX 877036
FURX 877038
FURX 877046
FURX 877060
FURX 877062
FURX 877068
FURX 877078
FURX 877087
FURX 877088
FURX 877089
FURX 877102
FURX 877106
FURX 877121
FURX 877123
FURX 877139
FURX 877141
FURX 877145
FURX 877146
FURX 877177
FURX 877186
FURX 877191
FURX 877196
FURX 877202
FURX 877203
FURX 877204
FURX 877207
FURX 877208
FURX 877214